

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

In accordance with the Telecommunications Act of 1996, Section 251 (c) (6), BellSouth submits the following information to Gina Calabria. In response to Teleport Communications Group (TPM) application for Physical Collocation into the BellSouth location DNWDGAMA.TPM.06

A Reference Number of DNWDGAMA.TPM.06 applies to this application. Please use this reference number when referring to this arrangement as this number remains with the arrangement implemented.

BellSouth intervals for Space Preparation, Enclosure Construction (as applicable) and critical dates require negotiation among the applicant, BellSouth and the chosen BellSouth Certified Vendor during the first joint Coordination Meeting held. BellSouth intervals do not include unusual intervals for attaining local government permits or collocater initiated changes to the original firm order configuration of the installation. A collocater may proceed with equipment installation once space and enclosure are complete, proof of insurance is provided and the Certified Vendor supplies a Method Of Procedure (MOP).

SPECIFIC TO THIS REQUESTS:

This response is for: Physical Collocation

1. Your Interdepartmental Coordinator for this location is: R. (Rob) L. Hunt @ 770.391.2161
2. Outside Plant contact for access to the BellSouth manhole is: R. J. Phummer @ 404.266.7113
3. Plant Construction Supervisor (PCS) for Master Contractor contact: Dave Lenton @ 404.266.7121, 2672 Cardell Rd., Atlanta
4. Master Contractor Anseo & Associates @ 3644 Clemson Dr., Chamblee, GA 30319
5. Were multiple cable entrances a request? Yes
6. Are multiple Cable entrances available? No
7. Entrance manhole: Manhole 1. 5375 Chamblee Dunwoody Rd. MH# - CN-33 2. N/A
8. Estimate of the cable distance from an interconnection point to the CO vault or the CO entrance facility. Manhole 1. 76 Feet Manhole 2. N/A Feet
9. A. Estimate of connectorized, fire retardant, Riser Cable Length: 300 Feet
B. Estimate of cable distance to existing Collocation Arrangement: N/A
10. Estimate of additional engineering hours to be billed: 91 Hours estimated
- 11A. Non-enclosed Floor Space available: N/A Square Feet
B. Enclosed Floor Space available: See Special Comments
12. Power billing elements identified at completion of the project by the power installation vendor.
13. Cable support structure utilization depends on actual number of cable installations.
14. *Rack Height requirement: Seven (7) Feet, Rack width: Twelve (12) inches, Location in CO: FIRST Floor NE corner
15. Cable length between POT Bay and BellSouth equipment: DSX-1 120 Feet; DSX-3: 130 Feet, DSO-DF: 290 Feet, LGX: 135 Feet Distance of POT Bay to enclosure 35 to 40 Feet
16. Central Office Manager or Representative: Glynn W. Smith @ 770.391.9780
17. Environment: Separate Entrance Access: Yes via Key Escort Required: No Rest Room Access: Yes with an escort
Parking on site: Yes
18. Estimate of Space Preparation Cost: See Special Comments
19. This application will expire April 15, 1998.

* An equipment installation must adhere to the BellSouth Central Office height and depth requirements.

Note 1: A Bona Fide Firm Order requires the prepayment of the following fees: Cable installation fee, per cable installation. Fifty percent (50%) of an Enclosure Construction fee and of the Space Preparation cost estimate. BellSouth must have proof of insurance and a Method of Procedure (MOP) prior to the start of work.

Note 2: Some information within this response are estimates of the physical collocation application work requirements. Actual costs or intervals may differ from the estimate shown and are dependent upon the ultimate work done. Final project cost calculations follow the project's completion.

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet — Nancy.Nelson1@bridge.bellsouth.com

BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)

Special Comments: DNWDGAMA.TPM.06

1. An enclosed space of *two hundred* (200) square feet is available for a Physical Collocation arrangement installation at the DNWDGAMA wire center. Please plan to post emergency contact names and telephone numbers to the exterior of a physical space enclosure or attach directly to the racking of a non-enclosed physical arrangement. *From time to time BellSouth may require access to space occupied by collocator. BellSouth retains the right to access such space for the purpose of making equipment and building modifications, e.g., running, altering or removing racking; ducts; electrical wiring; HVAC; and cables. BellSouth will give reasonable notice to collocator when access to collocation space is required and collocator may elect to be present whenever BellSouth performs work in the collocation space. It is agreed that collocator will not bear any of the expense associated with this work*
2. The Space Preparation cost estimate is \$ 81,401.43. The Space Enclosure Construction cost is per your agreement \$4,500.00 per one hundred square feet \$9,000.00 for two hundred square feet. The estimate preparation interval for space acceptance is *One Hundred and twenty* (120) days following the coordination team meeting. An estimated preparation and construction interval takes into consideration average build outs, but cannot predict what the actual interval is for the attainment of local government permits or collocator initiated changes to the original firm order configuration of the installation.
3. The finalized actual costs may differ from any cost estimates provided as they are dependent on the actual work performed or terms within your agreement. The actual costs are provided following the project work completion. Prepay fifty percent (50%) of the Space Preparation of \$ 81,401.43. Prepay fifty percent (50%) of the Space Enclosure construction cost of \$9,000.00. Information in this response are cost estimates based on the application information and subject to the terms, conditions and rates within your agreement.
4. Should you decide to move forward with placing a Bona Fide Firm Order a joint Interdepartmental Coordination Meeting is held for the purpose of establishing the critical project implementation dates. At this meeting it is suggested having your collocation coordinator and the chosen BellSouth Certified Vendor present to provide input into the setting of critical dates.
5. BellSouth provides the appropriate quantity of Point Of Termination (POT) Bays based on the wiring requirements found in the BSTEI-1-P form of the Bona Fide Firm Order. BellSouth does not provide wiring which exceeds the capacity of the equipment installation.
6. BellSouth normally brings overhead cable racking up to an enclosure space. Then a collocator will provide the necessary overhead cable racking within the enclosure space. If the physical collocation arrangement is within the space known as the "common physical collocation space" or the installation is without an enclosure then BellSouth will control the overhead racking placement and provide overhead racking for use by the collocator.
7. You shall have thirty (30) days from issuance of this response information to place a firm order. This Physical Application expires on April 15, 1998 Firm Order for this application is not acceptable after this date. You will need to reapply to proceed with an arrangement at this location with a new application (BSTEI-1-P), including payment of an application fee. BellSouth will then evaluate the new application based on the then current business conditions at the location.
8. To proceed to perform any work or to deliver equipment or cable within a wire center it is necessary to have an insurance certificate as proof of insurance a minimum of ten days prior to the start to BellSouth. Proof is sent to: Mrs. Billie Bridges, 1635 Cheswood Circle, Hoover, Alabama 35244. An annual notification for proof of insurance to BellSouth is necessary. Normally the insurance company will make this notification for you upon your request. Access to the wire center requires proper, picture identification at all times. Access will be denied to anyone without proper identification, even if individual is known.

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet - Nancy.Nelson1@bridge.bellsouth.com

BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)

9. Cost Summary for DNWDGAMA.TPM.06

<u>Line Item</u>	<u>Total</u>
1. Space Construction	\$ 9,000.00*

*Per your agreement this fixed rate includes material and enclosure construction in increments of one hundred square feet at \$4,500.00 each.

2. Cable Installation	\$ 5,500.00 *
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*Per your agreement the fixed installation rate applies per entrance cable at \$2,750.00 per cable.

3. Space Preparation	\$ 81,401.43*
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*Per your agreement this includes your prorated cost estimates for demolition, wall construction, lighting, electromechanical, floor treatment, A&E fees, HVAC, ingress/egress, OSHA compliance, local code compliance, cable support structure, power, grounding plane, etc.

In summary prepayment is necessary in the amount of:

1. Space Construction	\$ 9,000.00 @ 50%	\$ 4,500.00
2. Cable Installation	\$ 2,750.00 per cable, two cables =	\$ 5,500.00
3. Space Preparation	\$ 81,401.43 @ 50%	\$40,700.72
Total prepayment due at time of Firm Order		\$50,700.72

Per your agreement a true-up of cost estimates will follow the completion of the implementation project.

April 15, 1998 is this application's expiration date

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet — Nancy.Nelson1@bridge.bellsouth.com

Exhibit "C"

**Excerpts from Draft Collocation Amendment By and Between BellSouth
Telecommunications, Inc. and Teleport Communications Group, Inc.
for the state of Georgia (March 23, 1998)**

Collocation Amendment

DRAFT

By and Between

BellSouth Telecommunications, Inc.

and

Teleport Communications Group, Inc.

for the state of

Georgia

March 23, 1998

 BellSouth Telecommunications, Inc. & Teleport Communications Group, Inc.

Attachment

EXHIB

GEOR

Page 1

Schedule of Rates and Charges

Application - Per Arrangement/Per Location - -Nonrecurring	\$3,850.00
Subsequent Application Fee (Note 1)	\$1,600.00
Space Preparation Fee, 100 sq. ft. minimum, additional space is calculated in 50 sq. ft. increments- Nonrecurring, (Note 2)	10,000 / 100 sq. ft. \$100.00 / sq. ft.
Space Construction Fee, per sq. ft. - Nonrecurring (Note 2)	4,500 / 100 sq. ft. \$45.00
Additional Engineering Fee (Note 3)	ICB
Cable Installation - per Entrance Cable - Nonrecurring	\$2,750.00
Floor Space Zone A, per Square Foot, Per Month	\$7.50
Floor Space Zone B, per Square Foot, Per Month	\$6.75
Power per AMP, per Month	\$5.00
Cable Support Structure, per Entrance Cable	\$13.35
POT Bay (Optional Point of Termination Bay)	
Per 2-Wire Cross - Connect, per Month	\$0.40
Per 4-Wire Cross - Connect, per Month	\$1.20
Per DS1 Cross - Connect, per Month	\$1.20
Per DS3 Cross - Connect, per Month	\$8.00
Cross-Connects	
2-Wire Analog, per Month	\$0.30
4-Wire Analog, per Month	\$0.50
Nonrecurring 2-wire and 4-wire - First/Additional	\$12.60 / \$12.60
DS1, Per Month	\$8.00
Nonrecurring - First/Additional	\$155.00 / \$27.00
DS3, Per Month	\$72.00
Nonrecurring - First/Additional	\$155.00 / \$27.00
Direct Connection (Note 4)	
(1) Fiber Arrangement, per Month, per Cable, per Linear Foot	\$0.06
- with Initial Application - Nonrecurring, per Arrangement	n/a
- Subsequent to Application - Nonrecurring, per Arrangement	\$246.00
(2) Copper and Coaxial Arrangement, per Month, per Cable, per Linear Foot	\$0.03
- with Initial Application, per Arrangement	n/a
- Subsequent to Application, per Arrangement	\$246.00

BellSouth Telecommunications, Inc. & Teleport Communications Group, Inc.

EXHIBIT A
GEORGIA
Page 2 of 3**Schedule of Rates and Charges (cont.)**

Security Escort	
Basic - 1st half hour	\$41.00
Overtime - 1st half hour	\$48.00
Premium - 1st half hour	\$55.00
Basic - additional	\$25.00
Overtime - additional	\$30.00
Premium - additional	\$35.00

Notes:

NRC: Non-recurring Charge - one-time charge

RC: Recurring Charge - charges monthly

ICB: Individual Case Basis - one-time charge

- (1) Subsequent Application Fee: BellSouth requires the submission of an Application Fee for modifications to an existing arrangement. However, when the modifications do not require BellSouth to expend capital (e.g., additional space or power requirements, BellSouth termination/cross-connect equipment, etc.), BellSouth will assess the Subsequent Application Fee in lieu of the Application Fee.
- (2) Space Preparation Fee: The Space preparation Fee is a one-time fee, assessed per arrangement, per location. It recovers costs associated with the shared physical collocation area within a central office, which include survey, engineering, design and building modification costs.

Schedule of Rates and Charges (cont.)

(2) Continued

Space Enclosure Construction Fee. The Space Enclosure Construction Fee is a one-time fee, assessed per enclosure, per location. It recovers costs associated with providing an optional equipment arrangement enclosure, which include architectural and engineering fees, materials, and installation costs. This fee is assessed in 50 square-foot increments, with a minimum space enclosure size of 100 square feet. Interconnector may, at its option, arrange with a BellSouth certified contractor to construct the space enclosure in accordance with BellSouth's guidelines and specifications. In this event, the contractor shall directly bill Interconnector for the space enclosure, and this fee shall not be applicable.

- (3) Additional Engineering Fee. BellSouth's engineering and other labor costs associated with establishing the Physical Collocation Arrangement shall be recovered as Additional Engineering charges, under provisions in BellSouth's F.C.C. Number 1 Tariff, Sections 13.1 and 13.2. An estimate of the Additional Engineering charges shall be provided by BellSouth in the Application Response.

- (4) Direct Connection. As stated in Article I.B of the Collocation Agreement, Interconnector may connect to other Interconnectors within the designated Central Office in addition to, and not in lieu of, interconnection to BellSouth services and facilities. Interconnector must use its Certified Vendor to place the direct connection. The Direct Connection NRC is assessed when direct connection is the only work requested by Interconnector. If any other work in addition to the direct connection is being requested, whether for an initial installation of a Collocation Space or for an augmentation to an existing Collocation Space, an Application Fee or a Subsequent Application Fee will be assessed in lieu of the Direct Connection NRC. Construction charges may also apply; BellSouth shall provide an estimate of these charges in the Application Response.

Exhibit "D"

**BellSouth Application Response for Physical Collocation Including
Service Interconnection (SI) and Expanded Interconnection Service,
Project Reference ATLNGAEP.TPM.04 (April 15, 1998)**

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

In accordance with the Telecommunications Act of 1996, Section 251 (c) (6), BellSouth submits the following information to Ging Calabria, this information is in response to the Teleport Communications Group (TPM) application for Physical Collocation at the BellSouth location ATLNGAEP. Your project Reference Number is ATLNGAEP.TPM.04

To place a Bona Fide Firm Order, for the Physical Collocation application submitted, please provide to your BellSouth Collocation Coordinator, Nancy Nelson, the following items:

1. Pre - payment of the applicable fees identified within this response document and in accordance with your signed BellSouth Physical Collocation Master Agreement.
2. Submit a finalized, comprehensive Bona Fide Application and Firm Order Document (BSTEI-1-P current issue 12.19.97) detailing the specific Firm Order requirements of this arrangement. Include on the Firm Order any revisions negotiated with BellSouth and provide any supporting technical documents.

The Firm Order (BSTEI-1-P) package should include, but not be limited to, a finalized detailed cable and equipment inventory list, associated engineering and network drawings and the quantity of cross connections requirement (DS0, DS1 and DS3). Identification of the selected BellSouth Certified Installation and Engineering Vendor is also necessary. The current BellSouth Certified Vendor lists for equipment installation and engineering are available upon request. Please verify the chosen vendor for this project is available for selection at this time, indicate who will perform your installation and engineering..

If network cable entrance facilities are coming to this location indicate on the Firm Order* the number of actual cables planned and if single cable entry or multiple cable entry is necessary. The cable installation fee is paid for each cable installation and prepaid when submitting the Bona Fide Firm Order*.

You shall have thirty (30) days from the issuance of this response information to place a firm order*. This Physical Application expires on May 19, 1998 a Firm Order* for this application is not acceptable after this date. You would need to reapply to proceed with an arrangement at this location with a new application (BSTEI-1-P), including the payment of a new application fee. BellSouth will then evaluate the new application based on the then current business conditions at the location.

Send a Bona Fide Firm Order* and Prepayment(s) package to:

BellSouth Interconnection Services
Nancy K. Nelson, Collocation Manager
South Building -- S7C1
3535 Colonnade Parkway
Birmingham, Alabama 35243

Prepayment Checks Make Payable to: BellSouth

To proceed to perform any work or to deliver equipment or cable within a wire center it is necessary to have an insurance certificate as proof of insurance a minimum of ten days prior to the start to BellSouth. Proof is sent to: Mrs. Billie Bridges, 1635 Cheswood Circle, Hoover, Birmingham, Alabama 35244. An annual notification for proof of insurance to BellSouth is necessary. Normally the insurance company will make this notification for you upon your request.

* An executed BellSouth Physical Collocation Master Agreement, including rates, terms and conditions for Physical Collocation is a requirement for considering a Firm Order to be acceptable and Bona Fide.

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet -- Nancy.Nelson1@bridge.bellsouth.com

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

In accordance with the Telecommunications Act of 1996, Section 251 (c) (6), BellSouth submits the following information to Gina Calabria. In response to Teleport Communications Group (TPM) application for Physical Collocation into the BellSouth location ATLNGAEP.

A Reference Number of ATLNGAEP.TPM.04 applies to this application. Please use this reference number when referring to this arrangement as this number remains with the arrangement implemented.

BellSouth intervals for Space Preparation, Enclosure Construction (as applicable) and critical dates require negotiation among the applicant, BellSouth and the chosen BellSouth Certified Vendor during the first joint Coordination Meeting held. BellSouth intervals do not include unusual intervals for attaining local government permits or collocater initiated changes to the original firm order configuration of the installation. A collocater may proceed with equipment installation once space and enclosure are complete, proof of insurance is provided and the Certified Vendor supplies a Method Of Procedure (MOP).

SPECIFIC TO THIS REQUESTS:

This response is for: **Physical Collocation**

1. Your Interdepartmental Coordinator for this location is: Ron Hunt @ 770.391.2161
2. Outside Plant contact for access to the BellSouth manhole is: Al Freeman @ 404.653.5608
3. Plant Construction Supervisor (PCS) for Master Contractor contact: Frank Pendleton @ 404.653.1727, 228 Chester Ave.
4. Master Contractor ANSCO @ 404.653.0028, 1239 Willingham Dr., East Point GA
5. Were multiple cable entrances a request? Yes
6. Are multiple Cable entrances available? Yes
7. Entrance manhole: Manhole 1. SD 78, 3065 S. Main St. 2. SD 78, 3065 S. Main St. 3. CP 1, 3044 East Point St.
8. Estimate of the cable distance from an interconnection point to the CO vault or the CO entrance facility. Manhole 1. 110 Feet Manhole 2. 110 Feet Manhole 3. 125 Feet
9. A. Estimate of connectorized, fire retardant, Riser Cable Length: 330 Feet
B. Estimate of cable distance to existing Collocation Arrangement: N/A
10. Estimate of additional engineering hours to be billed: 109 Hours estimated
- 11A. Non-enclosed Floor Space available: N/A Square Feet
B. Enclosed Floor Space available: See Special Comments
12. Power billing elements identified at completion of the project by the power installation vendor.
13. Cable support structure utilization depends on actual number of cable installations.
14. *Rack Height requirement: Seven (7) Feet, Rack width: Twelve (12) inches, Location in CO: Third Floor, Rm 3.50
15. Cable length between POT Bay and BellSouth equipment: DSX-1 185 Feet; DSX-3: 150 Feet; DSO-DF: 265 Feet; LGX: 155 Feet, POT Bay to arrangement DSX-1 40 Feet; DSX-3: 40 Feet; DSO-DF: 60 Feet LGX: 40 Feet
16. Central Office Manager or Representative: R. J. Bible @ 404.762.3303
17. Environment: Separate Entrance Access: Yes via key Escort Required: No Rest Room Access: Yes with an escort
Parking on site: Yes
18. Estimate of Space Preparation Cost: See Special Comments
19. This application will expire May 19, 1998.

* An equipment installation must adhere to the BellSouth Central Office height and depth requirements.

Note 1: A Bona Fide Firm Order requires the prepayment of the following fees: Cable installation fee, per cable installation. Fifty percent (50%) of an Enclosure Construction fee and of the Space Preparation cost estimate. BellSouth must have proof of insurance and a Method of Procedure (MOP) prior to the start of work.

Note 2: Some information within this response are estimates of the physical collocation application work requirements. Actual costs or intervals may differ from the estimate shown and are dependent upon the ultimate work done. Final project cost calculations follow the project's completion.

Special Comments: ATLNGAEP.TPM.02

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet -- Nancy.Nelson1@bridge.bellsouth.com

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

1. An enclosed space of *two hundred (200)* square feet is available for a Physical Collocation arrangement installation at the ATLNGAEP wire center. Please plan to post emergency contact names and telephone numbers to the exterior of a physical space enclosure or attach directly to the racking of a non-enclosed physical arrangement. *From time to time BellSouth may require access to space occupied by collocator. BellSouth retains the right to access such space for the purpose of making equipment and building modifications, e.g., running, altering or removing racking; ducts; electrical wiring; HVAC; and cables. BellSouth will give reasonable notice to collocator when access to collocation space is required and collocator may elect to be present whenever BellSouth performs work in the collocation space. It is agreed that collocator will not bear any of the expense associated with this work*
2. The Space Preparation cost estimate is \$139,368.53. The Space Enclosure Construction cost is per your agreement \$4,500.00 per one hundred square feet \$9,000.00 for two hundred square feet. The estimate preparation interval for space acceptance is *one hundred and thirty-five (135) days* following the coordination team meeting. An estimated preparation and construction interval takes into consideration average build outs, but cannot predict what the actual interval is for the attainment of local government permits or collocator initiated changes to the original firm order configuration of the installation.
3. The finalized actual costs may differ from any cost estimates provided as they are dependent on the actual work performed or terms within your agreement. The actual costs are provided following the project work completion. Prepay fifty percent (50%) of the Space Preparation of \$143,172.00. Prepay fifty percent (50%) of the Space Enclosure construction cost of \$9,000.00. Information in this response are cost estimates based on the application information and subject to the terms, conditions and rates within your agreement.
4. Should you decide to move forward with placing a Bona Fide Firm Order a joint Interdepartmental Coordination Meeting is held for the purpose of establishing the critical project implementation dates. At this meeting it is suggested having your collocation coordinator and the chosen BellSouth Certified Vendor present to provide input into the setting of critical dates.
5. BellSouth provides the appropriate quantity of Point Of Termination (POT) Bays based on the wiring requirements found in the BSTEI-1-P form of the Bona Fide Firm Order. BellSouth does not provide wiring which exceeds the capacity of the equipment installation.
6. BellSouth normally brings overhead cable racking up to an enclosure space. Then a collocator will provide the necessary overhead cable racking within the enclosure space. If the physical collocation arrangement is within the space known as the "common physical collocation space" or the installation is without an enclosure then BellSouth will control the overhead racking placement and provide overhead racking for use by the collocator.
7. You shall have thirty (30) days from issuance of this response information to place a firm order. This Physical Application expires on May 19, 1998 Firm Order for this application is not acceptable after this date. You will need to reapply to proceed with an arrangement at this location with a new application (BSTEI-1-P), including payment of an application fee. BellSouth will then evaluate the new application based on the then current business conditions at the location.
8. To proceed to perform any work or to deliver equipment or cable within a wire center it is necessary to have an insurance certificate as proof of insurance a minimum of ten days prior to the start to BellSouth. Proof is sent to: Mrs. Billie Bridges, 1635 Cheswood Circle, Hoover, Alabama 35244. An annual notification for proof of insurance to BellSouth is necessary. Normally the insurance company will make this notification for you upon your request. Access to the wire center requires proper, picture identification at all times. Access will be denied to anyone without proper identification, even if individual is known.

9. Cost Summary for ATLNGAEP.TPM.02

Line Item

Total

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet -- Nancy.Nelson1@bridge.bellsouth.com

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

1. Space Construction \$ 9,000.00*

*Per your agreement this fixed rate includes material and enclosure construction in increments of one hundred square feet at \$4,500.00 each.

2. Cable Installation \$ 5,500.00 *

*Per your agreement the fixed installation rate applies per entrance cable at \$2,750.00 per cable.

3. Space Preparation \$139,368.53*

*Per your agreement this includes your prorated cost estimates for demolition, wall construction, lighting, electromechanical, floor treatment, A&E fees, HVAC, ingress/egress, OSHA compliance, local code compliance, cable support structure, power, grounding plane, etc. \$133,350.00 is for Power

In summary prepayment is necessary in the amount of:

1. Space Construction	\$ 9,000.00 @ 50%	\$ 4,500.00
2. Cable Installation	\$ 2,750.00 per cable, two cables =	\$ 5,500.00
3. Space Preparation	\$139,368.53 @ 50%	\$ 69,684.27
Total prepayment due at time of Firm Order		\$ 79,684.27

Per your agreement a true-up of cost estimates will follow the completion of the implementation project.
May 19, 1998 is this application's expiration date

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet - Nancy.Nelson1@bridge.bellsouth.com

Exhibit "E"

**Electronic mail message of Nancy K. Nelson of BellSouth
(dated April 26, 1998)**

From: <Nancy.Nelson1@bridge.bellsouth.com>
To: TCGO40.PO_SI(PARTELYS)
Date: 4/28/98 2:34pm
Subject: ATLNGAEP - Additional Response Data

Mike:

I have made the following modifications to the ATLNGAEP Physical Collocation response previously provided on April 22, 1998.

1. The response expiration date is extended by one week due to the quotation change provided on April 22, 1998, revising the April 15, 1998 response.
2. Per the TCG request for additional data, there is additional supporting data of the line item quotations found on page four of this response. This information is a written review of our conversation this morning reviewing these line items.

If you have any additional questions please call me.

Thank you,

Nancy

CC: TCGOGW.internet('Darroll_Washington@bscc.bls.com',....

Exhibit "F"

**BellSouth's Revised Physical Collocation Response for East Point
(dated April 28, 1998)**

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

In accordance with the Telecommunications Act of 1996, Section 251 (c) (6), BellSouth submits the following information to Gina Calabria, this information is in response to the Teleport Communications Group (TPM) application for Physical Collocation at the BellSouth location ATLNGAEP Your project Reference Number is ATLNGAEP.TPM.04

To place a Bona Fide Firm Order, for the Physical Collocation application submitted, please provide to your BellSouth Collocation Coordinator, Nancy Nelson, the following items:

1. Pre -- payment of the applicable fees identified within this response document and in accordance with your signed BellSouth Physical Collocation Master Agreement.
2. Submit a finalized, comprehensive Bona Fide Application and Firm Order Document (BSTEI-1-P current issue 12.19.97) detailing the specific Firm Order requirements of this arrangement. Include on the Firm Order any revisions negotiated with BellSouth and provide any supporting technical documents.

The Firm Order (BSTEI-1-P) package should include, but not be limited to, a finalized detailed cable and equipment inventory list, associated engineering and network drawings and the quantity of cross connections requirement (DS0, DS1 and DS3). Identification of the selected BellSouth Certified Installation and Engineering Vendor is also necessary. The current BellSouth Certified Vendor lists for equipment installation and engineering are available upon request. Please verify the chosen vendor for this project is available for selection at this time, indicate who will perform your installation and engineering..

If network cable entrance facilities are coming to this location indicate on the Firm Order* the number of actual cables planned and if single cable entry or multiple cable entry is necessary. The cable installation fee is paid for each cable installation and prepaid when submitting the Bona Fide Firm Order*.

You shall have thirty (30) days from the issuance of this response information to place a firm order*. **This Physical Application expires on ~~May 19, 1998~~ May 26, 1998**** a Firm Order* for this application is not acceptable after this date. You would need to reapply to proceed with an arrangement at this location with a new application (BSTEI-1-P), including the payment of a new application fee. BellSouth will then evaluate the new application based on the then current business conditions at the location.

Send a Bona Fide Firm Order* and Prepayment(s) package to:

BellSouth Interconnection Services
Nancy K. Nelson, Collocation Manager
South Building -- S7C1
3535 Colonnade Parkway
Birmingham, Alabama 35243

Prepayment Checks Make Payable to: BellSouth

To proceed to perform any work or to deliver equipment or cable within a wire center it is necessary to have an insurance certificate as proof of insurance a minimum of ten days prior to the start to BellSouth. Proof is sent to: Mrs. Billie Bridges, 1635 Cheswood Circle, Hoover, Birmingham, Alabama 35244. An annual notification for proof of insurance to BellSouth is necessary. Normally the insurance company will make this notification for you upon your request.

* An executed BellSouth Physical Collocation Master Agreement, including rates, terms and conditions for Physical Collocation is a requirement for considering a Firm Order to be acceptable and Bona Fide.

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet -- Nancy.Nelson1@bridge.bellsouth.com

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

In accordance with the Telecommunications Act of 1996, Section 251 (c) (6), BellSouth submits the following information to Gina Calabria. In response to Teleport Communications Group (TPM) application for Physical Collocation into the BellSouth location ATLNGAEP.

A Reference Number of ATLNGAEP.TPM.04 applies to this application. Please use this reference number when referring to this arrangement as this number remains with the arrangement implemented.

BellSouth intervals for Space Preparation, Enclosure Construction (as applicable) and critical dates require negotiation among the applicant, BellSouth and the chosen BellSouth Certified Vendor during the first joint Coordination Meeting held. BellSouth intervals do not include unusual intervals for attaining local government permits or collocators initiated changes to the original firm order configuration of the installation. A collocator may proceed with equipment installation once space and enclosure are complete, proof of insurance is provided and the Certified Vendor supplies a Method Of Procedure (MOP).

SPECIFIC TO THIS REQUESTS:

This response is for: Physical Collocation

1. Your Interdepartmental Coordinator for this location is: Ron Hunt @ 770.391.2161
2. Outside Plant contact for access to the BellSouth manhole is: Al Freeman @ 404.653.5608
3. Plant Construction Supervisor (PCS) for Master Contractor contact: Frank Pendleton @ 404.653.1727, 228 Chester Ave.
4. Master Contractor ANSCO @ 404.653.0028, 1239 Willingham Dr., East Point GA
5. Were multiple cable entrances a request? Yes
6. Are multiple Cable entrances available? Yes
7. Entrance manhole: Manhole 1. SD 78, 3065 S. Main St. 2. SD 78, 3065 S. Main St., 3. CP 1,3044 East Point St.
8. Estimate of the cable distance from an interconnection point to the CO vault or the CO entrance facility. Manhole 1. 110 Feet Manhole 2. 110 Feet Manhole 3. 125 Feet
9. A. Estimate of connectorized, fire retardant, Riser Cable Length: 330 Feet
B. Estimate of cable distance to existing Collocation Arrangement: N/A
10. Estimate of additional engineering hours to be billed: 109 Hours estimated
- 11A. Non-enclosed Floor Space available: N/A Square Feet
B. Enclosed Floor Space available: See Special Comments
12. Power billing elements identified at completion of the project by the power installation vendor.
13. Cable support structure utilization depends on actual number of cable installations.
14. *Rack Height requirement: Seven (7) Feet, Rack width: Twelve (12) inches, Location in CO: Third Floor, Rm 3.50
15. Cable length between POT Bay and BellSouth equipment: DSX-1 185 Feet; DSX-3: 150 Feet; DSO-DF: 265 Feet; LGX: 155 Feet, POT Bay to arrangement DSX-1 40 Feet; DSX-3: 40 Feet; DSO-DF: 60 Feet LGX: 40 Feet
16. Central Office Manager or Representative: R. J. Bible @ 404.762.3303
17. Environment: Separate Entrance Access: Yes via key Escort Required: No Rest Room Access: Yes with an escort
Parking on site: Yes
18. Estimate of Space Preparation Cost: See Special Comments
19. This application will expire May 19, 1998-May 26, 1998**.

* An equipment installation must adhere to the BellSouth Central Office height and depth requirements.

Note 1: A Bona Fide Firm Order requires the prepayment of the following fees: Cable installation fee, per cable installation. Fifty percent (50%) of an Enclosure Construction fee and of the Space Preparation cost estimate. BellSouth must have proof of insurance and a Method of Procedure (MOP) prior to the start of work.

Note 2: Some information within this response are estimates of the physical collocation application work requirements. Actual costs or intervals may differ from the estimate shown and are dependent upon the ultimate work done. Final project cost calculations follow the project's completion.

Special Comments: ATLNGAEP.TPM.02

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet -- Nancy.Nelson1@bridge.bellsouth.com

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

1. An enclosed space of *two hundred* (200) square feet is available for a Physical Collocation arrangement installation at the **ATLNGAEP** wire center. Please plan to post emergency contact names and telephone numbers to the exterior of a physical space enclosure or attach directly to the racking of a non-enclosed physical arrangement. *From time to time BellSouth may require access to space occupied by collocator. BellSouth retains the right to access such space for the purpose of making equipment and building modifications, e.g., running, altering or removing racking; ducts; electrical wiring; HVAC; and cables. BellSouth will give reasonable notice to collocator when access to collocation space is required and collocator may elect to be present whenever BellSouth performs work in the collocation space. It is agreed that collocator will not bear any of the expense associated with this work*
2. The Space Preparation cost estimate is \$139,368.53. The Space Enclosure Construction cost is per your agreement **\$29,744.00 per one hundred square feet \$ 59,488.00 for two hundred square feet.** The estimate preparation interval for space acceptance is *one hundred and thirty-five(135) days* following the coordination team meeting. An estimated preparation and construction interval takes into consideration average build outs, but cannot predict what the actual interval is for the attainment of local government permits or collocator initiated changes to the original firm order configuration of the installation.
3. The finalized actual costs may differ from any cost estimates provided as they are dependent on the actual work performed or terms within your agreement. The actual costs are provided following the project work completion. Prepay fifty percent (50%) of the Space Preparation of \$139,368.53. **Prepay fifty percent (50%) of the Space Enclosure construction cost of \$59,488.00.** Information in this response are cost estimates based on the application information and subject to the terms, conditions and rates within your agreement.
4. Should you decide to move forward with placing a Bona Fide Firm Order a joint Interdepartmental Coordination Meeting is held for the purpose of establishing the critical project implementation dates. At this meeting it is suggested having your collocation coordinator and the chosen BellSouth Certified Vendor present to provide input into the setting of critical dates.
5. BellSouth provides the appropriate quantity of Point Of Termination (POT) Bays based on the wiring requirements found in the BSTEI-1-P form of the Bona Fide Firm Order. BellSouth does not provide wiring which exceeds the capacity of the equipment installation.
6. BellSouth normally brings overhead cable racking up to an enclosure space. Then a collocator will provide the necessary overhead cable racking within the enclosure space. If the physical collocation arrangement is within the space known as the "common physical collocation space" or the installation is without an enclosure then BellSouth will control the overhead racking placement and provide overhead racking for use by the collocator.
7. You shall have thirty (30) days from issuance of this response information to place a firm order. **This Physical Application expires on ~~May 19, 1998~~ May 26, 1998**** Firm Order for this application is not acceptable after this date. You will need to reapply to proceed with an arrangement at this location with a new application (BSTEI-1-P), including payment of an application fee. BellSouth will then evaluate the new application based on the then current business conditions at the location.
8. To proceed to perform any work or to deliver equipment or cable within a wire center it is necessary to have an insurance certificate as proof of insurance a minimum of ten days prior to the start to BellSouth. Proof is sent to: Mrs. Billie Bridges, 1635 Cheswood Circle, Hoover, Alabama 35244. An annual notification for proof of insurance to BellSouth is necessary. Normally the insurance company will make this notification for you upon your request. Access to the wire center requires proper, picture identification at all times. Access will be denied to anyone without proper identification, even if individual is known.
9. Cost Summary for **ATLNGAEP.TPM.02**

Line Item

Total

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet -- Nancy.Nelson1@bridge.bellsouth.com

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

1. Space Construction \$ 59,488.00*

*Per your agreement this fixed rate includes material and enclosure construction in increments of one hundred square feet at \$29,744.00 each.

2. Cable Installation \$ 5,500.00 *

*Per your agreement the fixed installation rate applies per entrance cable at \$2,750.00 per cable.

3. Space Preparation \$139,368.53*

*Per your agreement this includes your prorated cost estimates for demolition, wall construction, lighting, electromechanical, floor treatment, A&E fees, HVAC, ingress/egress, OSHA compliance, local code compliance, cable support structure, power, grounding plane, etc. This prorated cost is comprised of the following elements:

A. New Cable Support Structure Construction	\$ 4,818.53
B. Standby engine and power plane construction	69,300.00
C. Space Preparation Fee	<u>65,250.00 (See Note1)</u>
	\$139,368.53

Note 1: Additional Enclosure Construction Costs where special where special building codes apply	\$ 10,325.00
Space Preparation Fee	<u>54,925.00 (See Note2)</u>
	\$ 65,250.00

Note 2: \$54,925.00 is the prorated TCG share of the sum of the following:

General Construction	\$ 70,725.00
A&E Fees	51,076.00
HVAC	126,250.00
Electrical	86,784.00

In summary prepayment is necessary in the amount of:

1. Space Construction	\$ 59,488.00 @ 50%	\$ 29,744.00
2. Cable Installation	\$ 2,750.00 per cable, two cables =	\$ 5,500.00
3. Space Preparation	\$139,368.53 @ 50%	\$ 69,684.27
Total prepayment due at time of Firm Order		\$104,928.27

Per your agreement a true-up of cost estimates will follow the completion of the implementation project.

May 19, 1998-May 26, 1998 **is this application's expiration date

**** The expiration date is extended one week due to the quotation change provided on April 22, 1998, revising the original April 15, 1998, Response.**

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet -- Nancy.Nelson1@bridge.bellsouth.com

Exhibit "G"

**Letter to Nancy K. Nelson of BellSouth
(dated May 20, 1998)**



Frank R. Hoffmann, Jr.
Regional Director of Carrier Relations
Southern Region

Teleport Communications Group, Inc.
25 South Charles Street
Suite 2001
Baltimore, MD 21201
Tel: 410.649.0303

May 20, 1998

Ms. Nancy K. Nelson
Collocation Manager
BellSouth Interconnection Service
South Building -- S7C1
3535 Colonnade Parkway
Birmingham, AL 35243

RE: BellSouth Response for Physical Collocation, East Point

Dear Ms. Nelson:

TCG has received BellSouth's Response for Physical Collocation at the Atlanta East Point central office (ATLNGAEP). Please provide additional information about the Response provided for project Reference Number ATLNGAEP.TPM.04 in response to the following questions:

First, BellSouth quotes a Space Construction charge of \$59,488.00 in item 1, pg. 4 of the Response. The note for this charge indicates that the fixed rate includes material and enclosure construction.

- Please provide a full itemization of the proposed Space Construction charge, including a breakdown of material and enclosure construction charges.

Second, BellSouth quotes a Space Preparation charge of \$139,368.53 in item 3, pg. 4 of the Response.

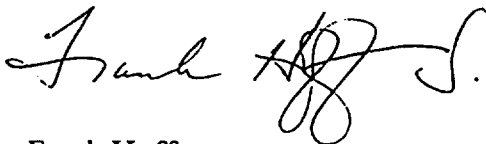
- Please provide a full itemization of the proposed Standby engine and power plant construction charge of \$69,300.00 listed in item 3.B of the Response.
- Please provide a complete explanation of the application of, and the necessity for, the

Standby engine and power plant.

- Will the Standby engine and power plant be used only by TCG?
- Please provide an explanation of the Additional Enclosure Construction charge of \$10,325.00 listed in item 3.C Note 1.
- How does the Additional Enclosure Construction listed in item 3.C Note 1 differ from the Space Construction of \$59,488.00 listed in item 1?
- Please provide a complete description of the proposed renovations resulting in the total of \$334,805.00 for General Construction, A&E Fees, HVAC, and Electrical as listed in item 3.C Note 2.
- Please provide an explanation of the method used to prorate the total charge of \$334,805.00, resulting in the \$54,925.00 proposed charge for TCG, as listed in item 3.C Note 2.

Please provide a written response to this inquiry within ten business days, or by June 4, 1998.

Regards,

A handwritten signature in cursive script, appearing to read "Frank Hoffmann".

Frank Hoffmann

cc: Jim Washington - TCG
Thomas Schroeder - TCG
Matilde Valls McFadden, Esq. - TCG
Elizabeth Howland - TCG
Helen O'Leary - GA PSC
Leon Bowles - GA PSC
Joe Baker - BST

Exhibit "H"

**Letter to Nancy K. Nelson of BellSouth
(dated June 3, 1998)**



Teleport Communications Group
One Teleport Drive
Staten Island, NY 10311
Tel: 718.355.2000
Fax: 718.355.2198

June 3, 1998

Ms. Nancy K. Nelson
Collocation Manager
BellSouth Interconnection Service
South Building -- S7C1
3535 Colonnade Parkway
Birmingham, Alabama 35243

RE: TCG's Necessity To File Physical Collocation Request Under Protest

Dear Nancy:

Teleport Communications Group (TCG) hereby requests that BellSouth Telecommunications (BST) proceed with the Physical Collocation application, reference number ATLNGAEP.TPM.04, regarding the establishment of a TCG physical collocation in BST's Atlanta East Point central office. Please be advised that TCG's Firm Order does not indicate TCG's acquiescence that rates quoted in BST's Response for Physical Collocation (BST's Response) are reasonable.

As you are aware, section 251 (c) (6) of the Telecommunications Act of 1996 ("Act") specifically provides that incumbent local exchange carriers have an obligation to provide "...on rates, terms and conditions that are **just, reasonable, and nondiscriminatory**, for physical collocation of equipment necessary for interconnection or access to unbundled network elements at the premises of the local exchange carrier..." (Emphasis Added). In addition, Section IX of TCG's Interconnection Agreement with BST provides that "The parties agree that each shall provide to the other physical collocation services pursuant to Attachment C-13, incorporated herein by this reference".

TCG has a number of outstanding questions regarding the basis for, and the reasonableness of, the rates quoted in BST's Response, as you can see in my letter to you dated May 20, 1998. As of today I have not received a response to my inquiry. Therefore, the expiration date of May 26, 1998 for BST's Response is inapplicable. Any failure by BST to immediately process TCG's request for physical collocation, or any act or omission committed by BST that delays the